

**W&T OFFSHORE, INC.**  
**CHARTER OF NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE OF THE BOARD OF DIRECTORS**  
**(Adopted as of March 1, 2017)**

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The Board of Directors (the “Board”) of W&T Offshore, Inc. (the “Company”) has established the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”) with authority, responsibility and specific duties as described in this Nominating and Corporate Governance Committee Charter (this “Charter”).

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee is to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess Board effectiveness, in developing and implementing the Company’s corporate governance guidelines, and in otherwise taking a leadership role in shaping the corporate governance of the Company.

**II. COMPOSITION**

The Nominating and Corporate Governance Committee will be comprised of three or more directors selected by the Board and may be removed by the Board in its discretion. All members will meet the standards of independence or other qualifications required from time to time by the New York Stock Exchange. The Nominating and Corporate Governance Committee’s chairperson shall be designated by the Board. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees consisting of one or more members, subject to any limitations or reporting requirements established by law or the Company’s procedures.

**III. MEETINGS**

The Nominating and Corporate Governance Committee will meet at least one time annually, or more frequently if the Nominating and Corporate Governance Committee determines it to be necessary. The agenda for meetings will be prepared by the Chairman with input from the Nominating and Corporate Governance Committee members. The Nominating and Corporate Governance Committee will maintain written minutes of all its meetings and provide a copy of all such minutes to every member of the Board.

**IV. QUORUM**

A majority of the Nominating and Corporate Governance Committee’s members will constitute a quorum. The Nominating and Corporate Governance Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Nominating and Corporate Governance Committee may also act by unanimous written consent in lieu of a meeting.

## V. AUTHORITY AND RESPONSIBILITIES

The Nominating and Corporate Governance Committee will have the following authority and responsibilities:

1. To develop, and recommend for Board approval, criteria for Board membership. Criteria shall include factors relating to whether the candidate would meet the definition of independence and the candidate's business or professional experience, integrity, judgment, records of public service, ability to devote sufficient time to the affairs of the Company, diversity, age, skills, occupation, understanding of financial statements and financial reporting systems, and experience, all in the context of the needs of the Board.

2. To develop, and recommend for Board approval, standards for director independence.

3. To recruit, consider, and recommend possible candidates for openings on the Board and to review candidates recommended by shareholders.

4. To conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

5. To consider questions of possible conflicts of interest of directors, director candidates, and executive officers.

6. Review and make recommendations to the Board regarding the composition and organization of the Board, including its size, committee structure, and any retirement or tenure policies.

7. To review and make recommendations to the Board regarding the nature and duties of Board committees.

8. To recommend for Board approval assignments of individual Board members to various committees, taking into account the functions of the committee and qualifications of the Board members.

9. To oversee and review on a periodic basis an orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program.

10. To make a recommendation to the Board concerning the selection and designation of a "Lead Director" to preside over the meetings of the non-management directors in executive session.

11. To determine a schedule for regular executive sessions in which non-management directors meet without management participation, and the non-management directors shall determine the presiding director for the sessions.

12. To review director compensation and benefits on an annual basis.

13. To develop and recommend to the Board a set of corporate governance principles, and to periodically review and reassess the adequacy of such principles and recommend any proposed changes to the Board.

14. To oversee the evaluation of the Board and its committees, including developing and recommending to the Board an annual self-evaluation process for the Board and its committees.

15. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, and shall have the sole authority to approve related fees and retention terms.

## VI. REPORTS AND EVALUATION

The Nominating and Corporate Governance Committee shall report its actions and any recommendations to the Board after each Nominating and Corporate Governance Committee meeting. The Nominating and Corporate Governance Committee will complete an annual evaluation of the Nominating and Corporate Governance Committee's own performance and the adequacy of the Nominating and Corporate Governance Committee's charter. The Nominating and Corporate Governance Committee will provide a report of that assessment to the Board, including any recommended changes to the Nominating and Corporate Governance Committee's charter and processes.

## VII. POSTING REQUIREMENT

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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*While the Nominating and Corporate Governance Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Nominating and Corporate Governance Committee members, except to the extent otherwise provided under applicable federal or state law.*